



CORPORATION SERVICE COMPANY

RECORDATION NO. 209 72-NN FILED

JAN 12 '06

3-23 PM

STAMPED  
FILED

January 11, 2006

**SURFACE TRANSPORTATION BOARD**

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 149336-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 28, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **ARCHER DANIELS MIDLAND COMPANY**  
4666 Faries Parkway, PO Box 1470 Decatur, IL 62525

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ARCHER DANIELS MIDLAND COMPANY** covering 29 covered hopper cars with reporting marks and numbers – CEFX 76599 – CEFX 76679 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #20972 dated 10/28/97 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28<sup>th</sup> day of December 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND COMPANY, a Delaware corporation, with an address at 4666 Faries Parkway, P.O. Box 1470, Decatur, IL 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering certain equipment pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 28, 1997 as recordation number 20972.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY

By: Kathy Neasey  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

# Schedule A

## Number of Cars

## Equipment Description

29 5,660 C.F. P.D. covered hopper car

1	CEFX	76599
2	CEFX	76603
3	CEFX	76606
4	CEFX	76608
5	CEFX	76609
6	CEFX	76617
7	CEFX	76618
8	CEFX	76619
9	CEFX	76620
10	CEFX	76621
11	CEFX	76622
12	CEFX	76623
13	CEFX	76624
14	CEFX	76625
15	CEFX	76626
16	CEFX	76627
17	CEFX	76628
18	CEFX	76629
19	CEFX	76630
20	CEFX	76631
21	CEFX	76632
22	CEFX	76633
23	CEFX	76634
24	CEFX	76635
25	CEFX	76636
26	CEFX	76637
27	CEFX	76638
28	CEFX	76639
29	CEFX	76679